

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000001865 (5)
 1. Corporation Name
AIRCORP III, INC.



Principal Place of Business 5955 T.G. LEE BLVD., SUITE 300 ORLANDO FL 32827	Mailing Address 5955 T.G. LEE BLVD., SUITE 300 ORLANDO FL 32827
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2. Principal Place of Business 21 9025 Boggy Creek Rd. Suite, Apt. #, etc 22 #9 City & State 23 Orlando FL Zip 24 32824	2a. Mailing Address 26 9025 Boggy Creek Rd. Suite, Apt. #, etc 27 #9 City & State 28 Orlando FL Zip 29 32824	3. Date Incorporated or Qualified 04/16/1993	3a. Date of Last Report 04/11/1995	4. FEI Number 59-3172541	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees		

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and title, if applicable) (If OTS Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PTCD THORNTON, W. JEPHTA 5955 T.G. LEE BLVD., SUITE 300 ORLANDO FL 32827	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 9025 Boggy Creek Rd. #9 Orlando FL 32824
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S GILES, RICHARD C C/O 152 WEST 57TH STREET, 35TH FLOOR NEW YORK NY 10019	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 37 Richard Drive Short Hills NJ 07078
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D OLSDAL, BO C/O 23/25 MADDOX STREET, 4TH FLOOR LONDON, W1R9L3, ENGLAND	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D WIKERT, JAMES R C/O 3890 WEST NORTHWEST HWY., STE. 700 DALLAS TX 75220	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition 7/12/96
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6225 Bank Deposit

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k) Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 7/18/96 407 854 1036
 Date Daytime Phone #

CR2E034 (3/96)